

Hearing Date and Time: September 11, 2013 at 10:00 a.m.
Objection Deadline: August 28, 2013 at 4:00 p.m.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**THIRD INTERIM FEE APPLICATION OF ARTHUR J. GONZALEZ,
AS CHAPTER 11 EXAMINER, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD JANUARY 1, 2013 THROUGH AND INCLUDING APRIL 30, 2013**

Name of Applicant:	Arthur J. Gonzalez, Examiner
Authorized to Provide Professional Services To:	As Chapter 11 Examiner
Date of Appointment:	July 3, 2012
Period for Which Compensation and Reimbursement is Sought:	January 1, 2013 through April 30, 2013
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$321,975.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$.00
This is a(n): <u> </u> Monthly <u> x </u> Interim <u> </u> Final Application	

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on May 14, 2012. Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term "Debtors" includes any such entities.

Prior Fee Statements:

Date Served	Period Covered	Fees Requested	Expenses Requested	Fees Approved/ Paid (80%)	Expenses Approved/Paid
9/28/2012	7/3/2012 - 8/31/2012	\$86,137.50	.00	\$68,910.00	.00
11/2/2012	9/1/2012 - 9/30/2012	\$24,525.00	.00	\$19,620.00	.00
11/30/2012	10/1/2012 - 10/31/2012	\$35,400.00	.00	\$28,320.00	.00
1/02/2013	11/1/2012 - 11/30/2012	\$20,250.00	.00	\$16,200.00	.00
1/31/2013	12/1/2012 - 12/31/2012	\$34,575.00	.00	\$27,660.00	.00
3/4/2013	1/1/2013- 1/31/2013	\$46,950.00	.00	\$37,560.00	.00
4/5/2013	2/1/2013 - 2/28/2013	\$44,475.00	.00	\$35,580.00	.00
5/3/2013	3/1/2013 - 3/31/2013	\$82,800.00	.00	\$66,240.00	.00
6/17/2013	4/1/2013 - 4/30/2013	\$147,750.00	.00	\$118,200.00	.00

Interim Fee Application/Payment Summary

Interim Fee Period	Dates Covered by Interim Fee Period	Bankruptcy Court Approval Date	Amount Requested	Total Amount Approved/ Paid	Holdback Amount Due (10%)
1 (Docket No. 1900)	July 3, 2012 - August 31, 2012	December 28, 2012 (Docket No. 2530)	\$86,137.50	\$77,523.75	\$8,613.75
2 (Docket No. 3204)	September 1, 2012 - December 31, 2012	April 23, 2013 (Docket No. 3556)	\$114,750.00	\$103,275.00	\$11,475.00

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Case No. 12-12020 (MG)

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**THIRD INTERIM FEE APPLICATION OF ARTHUR J. GONZALEZ,
AS CHAPTER 11 EXAMINER, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD JANUARY 1, 2013 THROUGH AND INCLUDING APRIL 30, 2013**

Arthur J. Gonzalez, as the Court-appointed Examiner (the "Examiner") in the Chapter 11 cases (the "Chapter 11 Cases") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby submits this Third Interim Fee Application (the "Application") for Allowance of Compensation and Reimbursement of Expenses For the Period January 1, 2013 Through April 30, 2013 (the "Application Period"). This Application is submitted pursuant to sections 330, 331 and 503(b) of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated July 17, 2012 (the "Interim Compensation Order"). In support of the Application, the Examiner respectfully represents as follows:

BACKGROUND

1. The Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code on May 14, 2012, and the Court authorized joint administration of the cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 4, 2012, Berkshire Hathaway, Inc. filed a motion (the "Examiner Motion") for the appointment of an examiner pursuant to 11 U.S.C. § 1104(c). On June 20, 2012, the Court issued a Memorandum Opinion and Order granting the Examiner Motion (the "Memorandum Decision"). On June 28, 2012, the Court entered the Order Directing the Appointment of an Examiner Pursuant to Section 1104(c) of the Bankruptcy Code (the "Examiner Order").

3. On July 3, 2012, the United States Trustee for the Southern District of New York appointed Arthur J. Gonzalez as Examiner in the Chapter 11 Cases, subject to Court approval. On that same date, the Court entered an order approving the appointment.

4. On July 17, 2012, Arthur J. Gonzalez filed the Application of the Examiner for Order Authorizing the Retention and Employment of Chadbourne & Parke LLP ("Chadbourne") as Counsel to the Examiner *Nunc Pro Tunc* to July 11, 2012. On August 9, 2012, the Court entered an order approving Chadbourne's retention.

5. Pursuant to the Examiner Order, and in accordance with the Memorandum Decision, the Examiner was directed to conduct an investigation of a scope and timing to be set by the Court after the Examiner had conferred with other parties in interest. Examiner Order at p. 2. After the requisite consultations, the Court mandated that the Examiner conduct an

investigation covering the topics set forth in the Order Approving Scope of Investigation of Arthur J. Gonzalez, Examiner, dated July 27, 2012 (the "Scope Order").

6. On May 13, 2013, the Examiner filed his report under seal [Docket No. 3698]. On June 26, 2013, the Bankruptcy Court entered its Order Unsealing the Examiners' Report.

7. On July 3, 2013, the Debtors filed the Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors.

JURISDICTION AND VENUE

8. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

COMPLIANCE WITH GUIDELINES AND ORDER GOVERNING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

9. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases effective as of February 5, 2013 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines"). Pursuant to the Guidelines, a certification regarding compliance with same is attached hereto as Exhibit A.

SUMMARY OF APPLICATION

10. The Examiner seeks compensation for services rendered as Examiner during the Application Period in the aggregate amount of \$321,975.00. During the Application Period, the Examiner expended a total of 429.30 hours for which compensation is requested.

11. A summary of the hours spent by the Examiner, his regular customary billing rate and the total value of time incurred rendering services during the Application Period is attached hereto as Exhibit B.

12. Pursuant to the Guidelines, a schedule setting forth a description of the project categories used in this case, the number of hours expended by the Examiner by project category, and the aggregate fees associated with each project category is attached hereto as Exhibit C.

13. The Examiner maintains computerized records of the time spent rendering services during the Application Period. Redacted copies of these computerized records are attached hereto as Exhibit D.

**SUMMARY OF SERVICES
DURING THE APPLICATION PERIOD**

14. As set forth in the detailed computerized records attached hereto as Exhibit D, fees incurred by the Examiner during the Application Period total \$321,975.00. The services rendered by the Examiner during the Application Period are grouped into specific project categories as set forth in Exhibit C. The following is a summary of the activities performed by the Examiner during the Application Period

- Participation in weekly general planning sessions with Chadbourne and Mesirow to discuss all areas of the investigation and coordinate future steps in the investigation and report drafting.
- Attend various meetings with the Examiner's professionals and with interested parties to discuss a variety of different topics related to the investigation. Meetings included those with representatives of the Debtors, the Committee, Ally Financial and the Unsecured Noteholders.
- Review and analysis of submissions and related responses prepared by various parties regarding potential third party claims.

- Review and analysis of witness interview transcripts and related summary analyses prepared by Chadbourne. Prepare for and attend interview of Jim Young (Chief Financial Executive of Ally Bank).
- Attend various Chambers conferences and conference calls with the court to address discovery-related issues and timing of the Examiner's report.
- Review and comment on third and fourth supplements to the Examiner's work plan, filed February 28, 2013 and April 5, 2013, respectively.
- Review and revisions of all sections of Examiner's draft report. Attend various meetings and conferences with Chadbourne and Mesirow to discuss conclusions, causes of action and various report issues.
- Discussions with Chadbourne regarding retention of special counsel to represent the Examiner with aspects of the investigation concerning matters of Minnesota law that were relevant to the investigation. Review retention application of Leonard, Street and Deinard as Minnesota counsel.
- Review and comment on Examiner's monthly fee statements. Review and comment on Examiner's and Examiner's professionals second interim fee applications. Review U.S. Trustee's objections to Examiner's professionals second interim fee applications. Attend hearing on second interim fee applications.
- Review of pleadings filed in the Chapter 11 cases and related analyses prepared by Chadbourne to keep apprised of case developments.

DETERMINATION OF THE EXAMINER'S REQUESTED FEE

15. The compensation sought herein is requested without prejudice to the Examiner's entitlement to seek such additional and reasonable compensation for any additional services rendered in these Chapter 11 Cases at the conclusion thereof upon the filing of an appropriate application.

16. The Examiner's fees during the Application Period are reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity and size of these Chapter 11 Cases. The Examiner's fees are commensurate with

fees that other Examiners of comparable experience and expertise have charged and been awarded in similar chapter 11 cases. Accordingly, the Examiner's fees are reasonable pursuant to section 330 of the Bankruptcy Code.²

17. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. The Examiner does not seek reimbursement for expenses during the Application Period.

18. Except as permitted by rule 2016 of the Federal Rules of Bankruptcy Procedure, no agreement or undertaking exists between the Examiner and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered by the Examiner solely in furtherance of his duties and functions as the Examiner.

19. Pursuant to the standards set forth in sections 330 and 331 of the Bankruptcy Code, the Examiner submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

² Section 330(a)(1) of the Bankruptcy Code allows the payment of:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. §330(a)(1). Reasonableness of compensation is driven by the "market-driven approach" which considers the nature, extent and value of services provided by the professional and the cost of comparable services in non-bankruptcy contexts. See Zolfo Cooper & Co. v. Sunbeam-Oster Co., 50 F.3d 253, 258 (3d Cir. 1995); In re Busy Beaver Bldg. Ctr., Inc., 19 F.3d 833, 849 (3d Cir. 1994). Thus, the "baseline rule is for firms to receive their customary rates." Zolfo Cooper, 50 F.3d at 259.

NOTICE AND NO PRIOR APPLICATION

20. Pursuant to the Interim Compensation Order, notice of this Application has been served upon the following parties (collectively, as further defined in the Interim Compensation Order, the "Notice Parties"): (i) counsel for the Debtors; (ii) the Office of the United States Trustee for the Southern District of New York; (iii) counsel for the Official Committee of Unsecured Creditors; (iv) counsel for Ally Financial Inc.; and (v) counsel for Barclays Bank PLC. In light of the nature of the relief requested herein, the Examiner submits that no further or other notice is required.

21. No previous application for relief sought herein has been made to this or any other court.

WHEREFORE, the Examiner respectfully requests that this Court issue and enter an order (i) authorizing compensation in the amount of \$321,975.00 for services rendered during the Application Period; (ii) authorizing and directing the Debtors to remit payment to the Examiner as set forth herein, less all amounts previously paid on account of such fees; and (ii) granting such other and further relief as this Court deems just and proper.

Dated: New York, New York
August 7, 2013

By: /s/ Arthur J. Gonzalez
Arthur J. Gonzalez
The Examiner

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THIRD
INTERIM FEE APPLICATION OF ARTHUR J. GONZALEZ, AS CHAPTER 11
EXAMINER, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD JANUARY 1, 2013
THROUGH AND INCLUDING APRIL 30, 2013**

Arthur J. Gonzalez, as the Court-appointed Examiner in the Chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby certifies, pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases effective as of February 5, 2013 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines"), that:

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on May 14, 2012. Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term "Debtors" includes any such entities.

1. I am the Court-appointed examiner (the "Examiner") in the Debtors' Chapter 11 cases.

2. This certification is made in respect of the Third Interim Application of Arthur J. Gonzalez, as Chapter 11 Examiner, for Allowance of Compensation and Reimbursement of Expenses for the Period January 1, 2013 Through and Including April 30, 2013 (the "Application") in accordance with the Guidelines.

3. In respect of the Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees sought fall within the Guidelines;
- (c) the fees sought are billed at a rate and in accordance with practices customarily employed by me; and
- (d) I have no disbursements for which I seek reimbursement during the application period.

4. I certify that I have provided to counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") with, on a monthly basis, a statement of my fees and disbursements accrued during the previous month.

5. In respect of the Guidelines, I certify that the Debtors, counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the U.S. Trustee, are each being provided with a copy of the Application at least fourteen (14) days before the hearing on the Application.

Dated: New York, New York
August 7, 2013

/s/ Arthur J. Gonzalez
Arthur J. Gonzalez

EXHIBIT B

RESIDENTIAL CAPITAL, LLC, et al.

SUMMARY OF HOURS

January 1, 2013 through April 30, 2013

NAME	YEAR OF ADMISSION	2012 HOURLY RATE	TOTAL HOURS	TOTAL
Arthur J. Gonzalez, Examiner	1983	\$750	429.30	\$321,975.00

EXHIBIT C

RESIDENTIAL CAPITAL, LLC, et al

SUMMARY OF SERVICES BY PROJECT CATEGORY

January 1, 2013 through April 30, 2013

<u>Project Category</u>	<u>Matter #</u>	<u>Hours</u>	<u>Fees Requested</u>
Case Administration/General Bankruptcy Matters	002	15.10	\$ 11,325.00
Investigation Planning and Review	003	75.90	56,925.00
Witness Interviews and Discovery	004	32.40	24,300.00
Report Drafting and Legal Research	005	301.30	225,975.00
Fee/Retention Applications	006	4.60	3,450.00
Total		429.30	\$321,975.00

EXHIBIT D

RESIDENTIAL CAPITAL, LLC, et al

DAILY TIME RECORDS

January 1, 2013 through January 31, 2013

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013

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For Services Through January 31, 2013

Our Matter #21955.002

CASE ADMINISTRATION/GENERAL BANKRUPTCY MATTERS

01/16/13	A. GONZALEZ	Review summary of FGIC objection to Debtors' 9019 motion (1.1); review summary of MBIA objection to 9019 motion (.8); review summary of Committee objection to 9019 motion (1.2); review Debtors' response to objection to 9019 motion (1.8); review of Committee objection to 9019 motion (2.1).	7.00 hrs.
01/21/13	A. GONZALEZ	Review of Debtors' response to objection to 9019 motion.	1.40 hrs.
01/22/13	A. GONZALEZ	Review of MBIA objection to Debtors' 9019 motion.	0.80 hrs.
01/24/13	A. GONZALEZ	Email exchanges with C&P regarding scheduling matters.	2.00 hrs.

Total Fees for Professional Services..... \$8,400.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	11.20	8400.00
TOTALS		11.20	8400.00

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013

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For Services Through January 31, 2013

Our Matter #21955.003

INVESTIGATION PLANNING AND REVIEW

01/02/13	A. GONZALEZ	Preparation for status call (.3); conference call with C&P and Mesirow regarding status of investigation (.7).	1.00 hrs.
01/09/13	A. GONZALEZ	Preparation for status call (.6); conference call with C&P and Mesirow regarding status of investigation (.8).	1.40 hrs.
01/16/13	A. GONZALEZ	Preparation for status call (.4); conference call with C&P and Mesirow regarding update and status of investigation (.7).	1.10 hrs.
01/22/13	A. GONZALEZ	Review presentation materials regarding Committee presentation for 1/23 (2.4); review agenda for 1/23 status conference (.2).	2.60 hrs.
01/23/13	A. GONZALEZ	Review materials and questions for meeting with Committee counsel (1.3); participate in meeting with Committee counsel (4.4); follow-up call with C&P and Mesirow regarding Committee presentation and investigation update (.6); discussion with H.Seife regarding same (.3).	6.60 hrs.
01/28/13	A. GONZALEZ	Review Ally presentation materials.	2.30 hrs.
01/29/13	A. GONZALEZ	Continue review of Ally presentation materials (1.7); attend meeting at Kirkland (Ally counsel) (5.2); follow-up conference call with C&P and Mesirow (1.5).	8.40 hrs.

Total Fees for Professional Services..... \$17,550.00

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013
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TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	23.40	17550.00
TOTALS		23.40	17550.00

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013

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For Services Through January 31, 2013

Our Matter #21955.004

WITNESS INTERVIEWS AND DISCOVERY

01/03/13	A. GONZALEZ	Review summary of [REDACTED] interview,	1.50 hrs.
01/04/13	A. GONZALEZ	Review of summary of [REDACTED] interview (1.1); review summary of [REDACTED] interview (.4).	1.50 hrs.
01/16/13	A. GONZALEZ	Review summary of interview of [REDACTED] (.9); review summary of interview of [REDACTED] (.7); review summary of testimony of [REDACTED] (.6).	2.20 hrs.
01/21/13	A. GONZALEZ	Review summary of interview of [REDACTED]	1.70 hrs.

Total Fees for Professional Services..... \$5,175.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	6.90	5175.00
TOTALS		6.90	5175.00

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013

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For Services Through January 31, 2013

Our Matter #21955.005

REPORT DRAFTING AND LEGAL RESEARCH

01/03/13	A. GONZALEZ	Review early submissions regarding [REDACTED]	0.90 hrs.
01/04/13	A. GONZALEZ	Review of [REDACTED] related issues and recent developments.	2.10 hrs.
01/10/13	A. GONZALEZ	Review of C&P 12/21/12 presentation regarding [REDACTED] (.6); review chronology of [REDACTED] (.9); review [REDACTED] analysis [REDACTED] (.4); review [REDACTED] issues, [REDACTED] (1.2); continue review of [REDACTED] narrative (.4); review overview of [REDACTED] (.7).	4.20 hrs.
01/15/13	A. GONZALEZ	Review of Debtors' response to Steering Committee third-party claims submission.	2.30 hrs.
01/21/13	A. GONZALEZ	Review of Ally's submission paper regarding [REDACTED] (2.3); review Debtors' omnibus reply to third party submissions (2.7).	5.00 hrs.
01/23/13	A. GONZALEZ	Review draft of Report outline (.7); mark-up draft of outline (2.3).	3.00 hrs.
01/24/13	A. GONZALEZ	Continue mark-up of Report outline.	3.40 hrs.

Total Fees for Professional Services..... \$15,675.00

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013
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TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	20.90	15675.00
TOTALS		20.90	15675.00

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

January 31, 2013

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For Services Through January 31, 2013

Our Matter #21955.006

FEE/RETENTION APPLICATIONS

01/16/13	A. GONZALEZ	Review supplemental disclosure of C&P.	0.20 hrs.
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Total Fees for Professional Services..... \$150.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	.20	150.00
TOTALS		.20	150.00

EXHIBIT D

RESIDENTIAL CAPITAL, LLC, et al

DAILY TIME RECORDS

February 1, 2013 through February 28, 2013

For Services Through February 28, 2013

Our Matter #21955.002

CASE ADMINISTRATION/GENERAL BANKRUPTCY MATTERS

02/19/13	A. GONZALEZ	Review JSN objection to RMBS settlement (.6); review Assured Guaranty's objection to RMBS settlement (.5); reviewed summary of exclusivity motion (.3); reviewed Committee motion regarding Debtors' reliance on advice of counsel in connection with RMBS settlement (.9).	2.30 hrs.
02/27/13	A. GONZALEZ	Review statement of Wilmington Trust regarding exclusivity (.3); review Committee statement on exclusivity and attached exhibits (.8).	1.10 hrs.

Total Fees for Professional Services..... \$2,550.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	3.40	2550.00
TOTALS		3.40	2550.00

For Services Through February 28, 2013

Our Matter #21955.003

INVESTIGATION PLANNING AND REVIEW

02/06/13	A. GONZALEZ	Continue review of Kramer Levin presentation of Jan. 23.	1.90 hrs.
02/07/13	A. GONZALEZ	Preparation for Chambers conference (.5); attend Chambers conference (.7); follow-up discussion with H.Seife and D.LeMay (.3).	1.50 hrs.
02/08/13	A. GONZALEZ	Email exchange with H.Seife and D.LeMay on update to work plan.	0.40 hrs.
02/11/13	A. GONZALEZ	Email with H.Seife regarding Debtors' motion to appoint CRO (.1); emails with M.Towers to schedule conference for Feb. 14 regarding [REDACTED] issues (.1).	0.20 hrs.
02/12/13	A. GONZALEZ	Call with H.Seife regarding CRO nominee (.2); review agenda for Feb. 13 status conference with C&P and Mesirow (.1).	0.30 hrs.
02/13/13	A. GONZALEZ	Preparation for status conference with C&P and Mesirow (.6); conference call with C&P and Mesirow regarding investigation status (.6).	1.20 hrs.
02/19/13	A. GONZALEZ	Meeting with C&P and Mesirow on [REDACTED] issues (.7); continued meeting to discuss clawback issue (.4); continued meeting to discuss [REDACTED] regarding scope of report (.3); call with H.Seife regarding case developments and scheduling Chambers conference (.5); review agenda for Feb. 20 status call (.2).	2.10 hrs.
02/20/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation status (.7); emails with H.Seife as to opinion regarding [REDACTED] (.2).	0.90 hrs.

02/25/13	A. GONZALEZ	Call with H.Seife regarding investigation and [REDACTED] with respect to Feb. 28 Chambers conference.	0.40 hrs.
02/26/13	A. GONZALEZ	Call with H.Seife to continue discussion on [REDACTED] issues to be discussed in Feb. 28 Chambers conference (.4); review [REDACTED] and basis for [REDACTED] thereto (1.7).	2.10 hrs.
02/27/13	A. GONZALEZ	Prepare for Feb. 28 Chambers conference regarding [REDACTED] and discovery issues (2.1); conference call with C&P and Mesirow regarding investigation status (.8).	2.90 hrs.
02/28/13	A. GONZALEZ	Discussion with H.Seife and T.McCormack in advance of Chambers conference (.6); participate in Chambers conference (.8); follow-up discussion with H.Seife regarding same (.4).	1.80 hrs.

Total Fees for Professional Services..... \$11,775.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	15.70	11775.00
TOTALS		15.70	11775.00

For Services Through February 28, 2013

Our Matter #21955.004

WITNESS INTERVIEWS AND DISCOVERY

02/08/13	A. GONZALEZ	Review email regarding document clawback issue (.2); call with H.Seife regarding outstanding discovery issues (.3).	0.50 hrs.
02/11/13	A. GONZALEZ	Review summary of interview of [REDACTED] (1.2); emails with H.Seife regarding clawback issues (.4).	1.60 hrs.
02/12/13	A. GONZALEZ	Review summary of interview of [REDACTED] (.9); review summary of interview of [REDACTED] [REDACTED] (1.1).	2.00 hrs.
02/18/13	A. GONZALEZ	Review of summary of interview of [REDACTED]	1.20 hrs.
02/26/13	A. GONZALEZ	Call with H.Seife regarding discovery issues resolution and clawbacks (.3).	0.30 hrs.

Total Fees for Professional Services..... \$4,200.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	5.60	4200.00
TOTALS		5.60	4200.00

For Services Through February 28, 2013

Our Matter #21955.005

REPORT DRAFTING AND LEGAL RESEARCH

02/01/13	A. GONZALEZ	Preparation for meeting with C&P and Mesirow regarding report preparation and outline (2.3); participate in meeting with C&P and Mesirow regarding report preparation as to outline and issues to be further developed (3.1); participate in [REDACTED] presentation at same meeting (1.4); follow-up conference call with C&P and Mesirow regarding report issues (1.1).	7.90 hrs.
02/02/13	A. GONZALEZ	Review and prepare comments on [REDACTED] transaction narratives.	12.70 hrs.
02/10/13	A. GONZALEZ	Review C&P [REDACTED] analysis (2.4); review [REDACTED] issues, including [REDACTED] (1.6).	4.00 hrs.
02/14/13	A. GONZALEZ	Review draft outline of Report and modify same (3.8); review glossary (.6).	4.40 hrs.
02/15/13	A. GONZALEZ	Review narratives regarding [REDACTED] (.7); review narratives regarding [REDACTED] (3.2); continue review of narratives on [REDACTED] (1.7).	5.60 hrs.

Total Fees for Professional Services..... \$25,950.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	34.60	25950.00
TOTALS		34.60	25950.00

EXHIBIT D

RESIDENTIAL CAPITAL, LLC, et al

DAILY TIME RECORDS

March 1, 2013 through March 31, 2013

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For Services Through March 31, 2013

Our Matter #21955.003

INVESTIGATION PLANNING AND REVIEW

03/05/13	A. GONZALEZ	Call with H.Seife regarding report of issues before Court today regarding exclusivity, mediation, and other issues (.6).	0.60 hrs.
03/06/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.80 hrs.
03/13/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.80 hrs.
03/19/13	A. GONZALEZ	Review agenda for March 20 status call with C&P and Mesirow.	0.20 hrs.
03/20/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.80 hrs.
03/27/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.70 hrs.
03/29/13	A. GONZALEZ	Prepare for meeting with Wilmington Trust (1.7); participate in meeting with Wilmington Trust regarding [REDACTED] (2.9); follow-up conference with H.Seife (.3).	4.90 hrs.

Total Fees for Professional Services..... \$6,600.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	8.80	6600.00
TOTALS		8.80	6600.00

For Services Through March 31, 2013

Our Matter #21955.004

WITNESS INTERVIEWS AND DISCOVERY

03/01/13	A. GONZALEZ	Call with H.Seife regarding fee related issues and discovery matters based on yesterday's conference (.6); review and revise clawback motion and proposed order (.8); review of [REDACTED] interview summary (2.1).	3.50 hrs.
03/04/13	A. GONZALEZ	Emails with H.Seife regarding clawback motion.	0.30 hrs.
03/13/13	A. GONZALEZ	Review objection to Examiner motion filed by Goldin Associates.	0.40 hrs.
03/15/13	A. GONZALEZ	Review [REDACTED] interview memo.	0.50 hrs.

Total Fees for Professional Services..... \$3,525.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	4.70	3525.00
TOTALS		4.70	3525.00

For Services Through March 31, 2013

Our Matter #21955.005

REPORT DRAFTING AND LEGAL RESEARCH

03/01/13	A. GONZALEZ	Review research on [REDACTED] [REDACTED]	1.80 hrs.
03/04/13	A. GONZALEZ	Review of [REDACTED] issue and its elements.	2.80 hrs.
03/08/13	A. GONZALEZ	Review submission from [REDACTED] regarding third party claims.	3.90 hrs.
03/09/13	A. GONZALEZ	Review draft report, Volume 1, and make edit comments.	6.10 hrs.
03/10/13	A. GONZALEZ	Further review of draft report, Volume 1, and make edit comments.	9.30 hrs.
03/11/13	A. GONZALEZ	Review [REDACTED] submission regarding third party claims (1.3); review further response by [REDACTED] regarding third party claims (1.7).	3.00 hrs.
03/12/13	A. GONZALEZ	Review draft sections of report and make edit comments.	4.80 hrs.
03/13/13	A. GONZALEZ	Prepare email to T.Zink regarding edit comments to report and explanation thereof (1.2); continue to review and comment on draft report (3.6).	4.80 hrs.
03/14/13	A. GONZALEZ	Review summary of report sections in Volume 1.	1.30 hrs.
03/15/13	A. GONZALEZ	Review summary of [REDACTED] third party claims response.	0.60 hrs.
03/16/13	A. GONZALEZ	Review [REDACTED] submission paper regarding [REDACTED] [REDACTED]	3.40 hrs.
03/18/13	A. GONZALEZ	Review reply in further support of [REDACTED] third party claims submission (2.7); review of draft report, Volume 4 (3.4); emails with T.Zink regarding same (.2).	6.30 hrs.

03/19/13	A. GONZALEZ	Continue review of [REDACTED] submission regarding [REDACTED]	3.70 hrs.
03/20/13	A. GONZALEZ	Review of summary on [REDACTED]	1.80 hrs.
03/21/13	A. GONZALEZ	Email to T.Zink regarding edits to report (.3); continue review of draft report, Volume 4 (3.2).	3.50 hrs.
03/22/13	A. GONZALEZ	Review Section 4 of draft report.	6.80 hrs.
03/24/13	A. GONZALEZ	Review Volume 5 of draft report.	3.20 hrs.
03/25/13	A. GONZALEZ	Emails to T.Zink regarding comments on draft report (.4); call with H.Seife regarding draft report (.3); continue review of Volume 5 of draft report (3.2).	3.90 hrs.
03/26/13	A. GONZALEZ	Review [REDACTED] third party release brief (.6); continue review of [REDACTED] brief on third party claims (1.9); review draft report, Volume 6 (7.1).	9.60 hrs.
03/29/13	A. GONZALEZ	Review draft report, Volume 7.	3.60 hrs.
03/30/13	A. GONZALEZ	Continue review of Volume 7 of draft report (2.2); review Volume 9 of draft report (3.9).	6.10 hrs.
03/31/13	A. GONZALEZ	Continue review of Volume 9 of draft report.	4.60 hrs.

Total Fees for Professional Services..... \$71,175.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	94.90	71175.00
TOTALS		94.90	71175.00

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Our Matter #21955.006

FEE/RETENTION APPLICATIONS

03/04/13	A. GONZALEZ	Review of fees for C&P and Mesirow post-October 2012.	0.60 hrs.
03/13/13	A. GONZALEZ	Review second interim fee applications.	1.10 hrs.
03/26/13	A. GONZALEZ	Call with H.Seife regarding objection to fees.	0.30 hrs.

Total Fees for Professional Services..... \$1,500.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	2.00	1500.00
TOTALS		2.00	1500.00

EXHIBIT D

RESIDENTIAL CAPITAL, LLC, et al

DAILY TIME RECORDS

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Our Matter #21955.002

CASE ADMINISTRATION/GENERAL BANKRUPTCY MATTERS

04/23/13	A. GONZALEZ	Review motion to extend exclusivity.	0.50 hrs.
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Total Fees for Professional Services.....	\$375.00
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Total Reimbursable Cost.....	\$.00
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TOTAL DUE FOR THIS MATTER.....	\$375.00
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TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	.50	375.00
TOTALS		.50	375.00

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For Services Through April 30, 2013

Our Matter #21955.003

INVESTIGATION PLANNING AND REVIEW

04/01/13	A. GONZALEZ	Emails with H.Seife regarding April 5 chambers conference.	0.10 hrs.
04/03/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.80 hrs.
04/04/13	A. GONZALEZ	Review draft of supplemental work plan (.4); emails with H.Seife regarding same (.2).	0.60 hrs.
04/05/13	A. GONZALEZ	Attend court conference on discovery issues (1.6); follow-up conference with H.Seife and T.McCormack (.4).	2.00 hrs.
04/10/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.60 hrs.
04/11/13	A. GONZALEZ	Attend presentation by Kirkland at C&P (3.4); follow-up conference with C&P and Mesirow regarding presentation and [REDACTED] (1.3).	4.70 hrs.
04/12/13	A. GONZALEZ	Meeting at C&P with H.Seife, D.LeMay and R.Ball regarding evaluation of causes of action regarding [REDACTED]	5.20 hrs.
04/15/13	A. GONZALEZ	Prepare for conference call with Judge Glenn (.4); participate in conference call with Judge Glenn (.5); follow-up conference with H.Seife and D.LeMay (.3).	1.20 hrs.
04/16/13	A. GONZALEZ	Preparation for meeting regarding report editing and [REDACTED] (1.7); participate in meeting at C&P with H.Seife, D.LeMay, S.Rivera, C.Rivera and M.Roitman regarding report editing and review of executive summary and various sections of report (2.8); conference with H.Seife regarding retention of MN attorneys and [REDACTED]	4.80 hrs.

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[REDACTED] document
request (.3).

04/17/13	A. GONZALEZ	Conference call with C&P and Mesirow regarding investigation and report status.	0.70 hrs.
04/24/13	A. GONZALEZ	Prepare for weekly call with C&P and Mesirow (.3); participate in conference call with C&P and Mesirow regarding investigation and report status (.7); review of email exchange with H.Seife and T.McCormack regarding Judge Glenn order regarding clawback relief sought (.3)	1.30 hrs.
04/28/13	A. GONZALEZ	Meeting with H.Seife, R.Ball, T.Zink, T.McCormack and S.Rivera regarding [REDACTED] [REDACTED] (2.4).	2.40 hrs.
04/30/13	A. GONZALEZ	Meeting with C&P and Mesirow regarding report conclusions on [REDACTED] [REDACTED] issues and [REDACTED]	3.60 hrs.

Total Fees for Professional Services..... \$21,000.00

Total Reimbursable Cost..... \$.00

TOTAL DUE FOR THIS MATTER..... \$21,000.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	28.00	21000.00
TOTALS		28.00	21000.00

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Our Matter #21955.004

WITNESS INTERVIEWS AND DISCOVERY

04/01/13	A. GONZALEZ	Review [REDACTED] interview transcript.	4.40 hrs.
04/02/13	A. GONZALEZ	Complete review of [REDACTED] interview transcript.	3.20 hrs.
04/22/13	A. GONZALEZ	Prepare for [REDACTED] interview (.9); attend [REDACTED] interview (4.2); review of interview (.2).	5.30 hrs.
04/23/13	A. GONZALEZ	Review [REDACTED] interview transcript.	2.30 hrs.

Total Fees for Professional Services.....	\$11,400.00
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Total Reimbursable Cost.....	\$.00
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TOTAL DUE FOR THIS MATTER.....	\$11,400.00
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TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	15.20	11400.00
TOTALS		15.20	11400.00

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Our Matter #21955.005

REPORT DRAFTING AND LEGAL RESEARCH

04/01/13	A. GONZALEZ	Review pages from Report volumes [REDACTED] to be sent for editing.	3.40 hrs.
04/04/13	A. GONZALEZ	Review draft sections [REDACTED] [REDACTED] and [REDACTED] (4.9); review glossary (1.2).	6.10 hrs.
04/05/13	A. GONZALEZ	Review recent [REDACTED] regarding [REDACTED] [REDACTED] (.6); continue review of draft report sections [REDACTED] narratives and [REDACTED] (6.3).	6.90 hrs.
04/06/13	A. GONZALEZ	Review [REDACTED] section (2.3); review report section [REDACTED] (2.6); review of tabs [REDACTED] of Volume [REDACTED] [REDACTED] (4.8).	4.90 hrs.
04/07/13	A. GONZALEZ	Review of sections [REDACTED] [REDACTED]	7.30 hrs.
04/08/13	A. GONZALEZ	Review of section [REDACTED] [REDACTED]	9.80 hrs.
04/09/13	A. GONZALEZ	Review of section [REDACTED] of report [REDACTED]	10.20 hrs.
04/12/13	A. GONZALEZ	Review of [REDACTED] section of report.	4.70 hrs.
04/13/13	A. GONZALEZ	Continue review and editing of [REDACTED] section of report.	3.40 hrs.
04/14/13	A. GONZALEZ	Review and editing of draft executive summary.	8.80 hrs.
04/15/13	A. GONZALEZ	Continue review and editing of [REDACTED] sections (4.4); re-examine [REDACTED] and [REDACTED] (.5); review Appendix regarding [REDACTED] (2.9).	7.80 hrs.

04/16/13	A. GONZALEZ	Review, re-edit and re-write blacklined version of [REDACTED] section.	4.70 hrs.
04/17/13	A. GONZALEZ	Email to T.Zink regarding certain changes to [REDACTED] section (.4); continue review of 4/15 update regarding [REDACTED] section (1.3); review and editing of revised sections [REDACTED] of Volume [REDACTED] (4.4).	6.10 hrs.
04/18/13	A. GONZALEZ	Continue to review and edit Volume [REDACTED]	8.30 hrs.
04/19/13	A. GONZALEZ	Continue to review and edit sections [REDACTED]	3.70 hrs.
04/20/13	A. GONZALEZ	Review and edit Volume [REDACTED] section [REDACTED].	2.20 hrs.
04/21/13	A. GONZALEZ	Final review of Volume [REDACTED] sections [REDACTED] of Report [REDACTED]	5.60 hrs.
04/22/13	A. GONZALEZ	Prepare edits to report for submission.	1.70 hrs.
04/23/13	A. GONZALEZ	Review and edit final draft of section [REDACTED] (2.2); review and edit section [REDACTED] (1.7); conference with H.Seife, A.Rosenblatt and M.Ashley regarding [REDACTED] analysis (1.1).	5.00 hrs.
04/24/13	A. GONZALEZ	Emails to T.Zink regarding edits to Section [REDACTED] of report (.4); conference call with H.Seife, M.Ashley and A.Rosenblatt regarding [REDACTED] conclusions (.6); review typeset version of section [REDACTED] (2.4).	3.40 hrs.

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04/25/13	A. GONZALEZ	Email to T.Zink regarding edits and comments thereto to section [REDACTED] of report (.8); review of typeset version of section [REDACTED] (.7); conference with T.Zink and C.Rivera regarding [REDACTED] and revisions to report (.5); review and edit section [REDACTED] (5.2).	7.20 hrs.
04/26/13	A. GONZALEZ	Review and edit section [REDACTED] (2.9); email exchange with H.Seife regarding review of [REDACTED] (.2); review and edit section on [REDACTED] (4.5).	7.60 hrs.
04/27/13	A. GONZALEZ	Continue review and edit of [REDACTED] section of report.	2.20 hrs.
04/28/13	A. GONZALEZ	Review and edit section [REDACTED] (3.4); review and edit section [REDACTED] (.7); review and edit section [REDACTED] (1.1); review and edit [REDACTED] (4.1).	9.30 hrs.
04/29/13	A. GONZALEZ	Continued review of [REDACTED] section of report.	5.80 hrs.
04/30/13	A. GONZALEZ	Review and edit section [REDACTED] (3.4); review new submission by [REDACTED] on [REDACTED] (1.2); telephone conference with H.Seife regarding notice of filing of report (.2).	4.80 hrs.

Total Fees for Professional Services..... \$113,175.00

Total Reimbursable Cost..... \$.00

TOTAL DUE FOR THIS MATTER..... \$113,175.00

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TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	150.90	113175.00
TOTALS		150.90	113175.00

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Our Matter #21955.006

FEE/RETENTION APPLICATIONS

04/02/13	A. GONZALEZ	Review February fee statement for submission.	0.80 hrs.
04/11/13	A. GONZALEZ	Attend hearing on second interim fee applications (1.1).	1.10 hrs.
04/25/13	A. GONZALEZ	Review retention application of Leonard Street (Minnesota firm).	0.30 hrs.
04/26/13	A. GONZALEZ	Conference with D.LeMay regarding Leonard Street retention issues.	0.20 hrs.

Total Fees for Professional Services.....	\$1,800.00
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Total Reimbursable Cost.....	\$.00
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TOTAL DUE FOR THIS MATTER.....	\$1,800.00
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TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
A. GONZALEZ	750.00	2.40	1800.00
TOTALS		2.40	1800.00